Filed 05/27/2004

Watlow Electric Manufacturing Co.

October 23, 2001

Marlow Jordahl 6675 Waters Edge Loveland, OH 45140

Dear Marlow:

12001 Lackland Road St. Louis, MO 63146 Phone: 314-878-4600 FAX: 314-878-6814 internet: www.watlow.com

The purpose of this letter is to explain the effect your separation from Watlow on 10/23/01 has on your pay and benefits.

PAY: You will be paid for 16 hours for 10/22/01 - 10/23/01 as usual on 11/01/01. You will also be paid at that time for your remaining vacation days, if applicable. Since you will not be employed as of 12/31/01, you will not be eligible for any Variable Pay for 2001.

WIN BENEFITS: Enclosed is information about continuing your medical, dental, vision, and EAP coverage through the COBRA Program. You may continue these benefits for up to 18 months as long as you pay the entire premium on a timely basis and remain otherwise eligible. Your group coverage through Watlow ends as of the last day worked, 10/23/01. Please refer to the enclosed Waiver & Release Agreement regarding Watlow's payment of the first 60 days of medical coverage, provided the completed COBRA enrollment form is returned before the deadline.

Enclosed is information about converting your base life insurance and long term disability insurance to individual policies. If you decide you would like to convert these coverages, please complete the necessary forms and return them to me for completion of the Employer's portion on a timely basis.

PENSION: Since you have less than five years of vesting service, you are not eligible for a pension benefit.

Please be sure to return your ID badge, any credit cards, keys, computer equipment, and any other Watlow property you may have. You should be sure to pay any outstanding bills on your company credit card. If you haven't already done so, submit any unpaid expense reports.

If you have any questions, please don't hesitate to contact me at (314) 628-4047.

Sincerely,

Becky Helvey

Human Resources Specialist